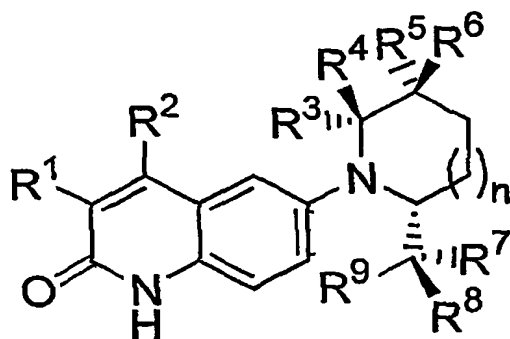


AMENDMENTS TO THE CLAIMS:

Claims 1-44 are pending herein. Claims 10-12, 18-21 and 27-29 are amended herein as indicated below. This listing of claims will replace all prior versions, and listings of claims, in the application.

LISTING OF CLAIMS:

1. (Original) A compound having the formula :



(I)

wherein:

R¹ is hydrogen, F, Cl, or C₁-C₃ aliphatic;

R² is selected from the group of hydrogen, F, Cl, Br, C₁-C₄ aliphatic, C₁-C₄ haloaliphatic, and C₁-C₄ heteroaliphatic ;

R³ and R⁴ each independently is selected from the group of hydrogen, C₁-C₄ aliphatic, C₁-C₄ haloaliphatic, C₁-C₄ heteroaliphatic, optionally substituted aryl and heteroaryl;

R⁵ and R⁶ each independently is selected from the group of hydrogen, F, Cl, OR¹⁰, C₁-C₄ aliphatic, C₁-C₄ haloaliphatic, and C₁-C₄ heteroaliphatic;

R⁷ and R⁸ each independently is selected from the group of hydrogen, F, Cl, C₁-C₄ aliphatic, C₁-C₄ haloaliphatic, and C₁-C₄ heteroaliphatic; or

R⁷ and R⁸ taken together form a carbonyl group;

R⁹ is selected from the group of halogen, OR¹⁰, SR¹⁰, NR¹⁰R¹¹, C₁-C₄ haloaliphatic, C₁-C₄ heteroaliphatic, and C₁-C₄ heterohaloaliphatic;

R¹⁰ and R¹¹ each independently is selected from the group of hydrogen, C₁-C₄ aliphatic, phenyl, and benzyl; and

n = 0 or 1.

2. (Original) A compound according to claim 1, wherein:

R¹ is hydrogen, F or Cl;

R² is selected from the group of F, Cl, Br, C₁-C₄ alkyl, and C₁-C₄ haloalkyl;

R³ and R⁴ each independently is selected from the group of hydrogen, C₁-C₄ alkyl, C₁-C₄ haloalkyl, and optionally substituted aryl;

R⁵ and R⁶ each independently is selected from the group of hydrogen, F, Cl, OR¹⁰, C₁-C₄ alkyl, and C₁-C₄ haloalkyl ;

R⁷ and R⁸ each independently is selected from the group of hydrogen, F, Cl, C₁-C₄ alkyl, and C₁-C₄ haloalkyl;

R⁹ is selected from the group of halogen, OR¹⁰, C₁-C₄ haloalkyl, C₁-C₄ heteroalkyl, and C₁-C₄ heterohaloalkyl;

R¹⁰ is hydrogen; and

n = 0 or 1.

3. (Original) A compound according to claim 1, wherein:

R¹ is hydrogen;

R² is selected from the group of Cl, Br, CH₃, C₂H₅, CF₃, C₂F₅, and CF₂Cl;

R³ and R⁴ each independently is selected from the group of hydrogen, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₁-C₄ heteroalkyl, and optionally substituted aryl;

R⁵ and R⁶ each independently is selected from the group of hydrogen, F, Cl, OR¹⁰, C₁-C₄ alkyl, C₁-C₄ haloalkyl, and C₁-C₄ heteroalkyl;

R⁷ and R⁸ each independently is selected from the group of hydrogen, F, Cl, C₁-C₄ alkyl, C₁-C₄ haloalkyl, and C₁-C₄ heteroalkyl ;

R⁹ is selected from the group of halogen, OR¹⁰, C₁-C₄ haloalkyl, C₁-C₄ heteroalkyl, and C₁-C₄ heterohaloalkyl;

R¹⁰ is hydrogen or C₁-C₄ alkyl; and

n = 0 or 1.

4. (Original) A compound according to claim 1, wherein:

R¹ is hydrogen, F, Cl, or C₁-C₃ alkyl ;

R^2 is selected from the group of hydrogen, F, Cl, Br, C_1 - C_4 alkyl, C_1 - C_4 haloalkyl, and C_1 - C_4 heteroalkyl ;

R^3 and R^4 each independently is selected from the group of hydrogen, C_1 - C_4 alkyl, C_1 - C_4 haloalkyl, C_1 - C_4 heteroalkyl, optionally substituted aryl and heteroaryl;

R^5 and R^6 each is hydrogen;

R^7 and R^8 each independently is hydrogen, C_1 - C_4 alkyl or C_1 - C_4 haloalkyl;

R^9 is OR^{10} ;

R^{10} is hydrogen or C_1 - C_4 alkyl ;

and $n=0$.

5. (Original) A compound according to claim 4, wherein:

R^1 is hydrogen;

R^2 is selected from the group of Cl, CH_3 , C_2H_5 , CH_2F , CHF_2 , CF_3 , C_2F_5 , and CF_2Cl ;

R^3 and R^4 each independently is selected from the group of hydrogen and C_1 - C_4 alkyl ;

R^7 and R^8 each independently is selected from the group of hydrogen, CH_3 , C_2H_5 , CF_3 , C_2F_5 and CF_2Cl ; and

R^9 is OH.

6. (Original) A compound according to claim 5, wherein:

R^2 is selected from the group of Cl, CH_2F , CHF_2 , CF_3 , C_2F_5 and CF_2Cl ;

R^3 and R^4 each independently is hydrogen or C_1 - C_2 alkyl; and

R^7 and R^8 each independently is selected from the group of hydrogen, CH_3 , CF_3 , C_2F_5 and CF_2Cl .

7. (Original) A compound according to claim 6, wherein:

R^2 is Cl, CH_2F , CHF_2 , CF_3 or CF_2Cl ;

R^3 and R^4 each is hydrogen or CH_3 ; and

R^7 and R^8 each independently is hydrogen, CH_3 , CF_3 or CF_2Cl .

8. (Original) A compound according to claim 7, wherein:

R^2 is Cl, CH_2F , CHF_2 , or CF_3 ;

R^3 and R^4 each is hydrogen or CH_3 ; and

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R⁷ and R⁸ each independently is hydrogen, CH₃ or CF₃.

9. (Original) A compound according to claim 1, wherein the compound is an androgen receptor modulator.

10. (Currently amended) A compound according to claim 1 ~~or~~ 2, wherein the compound is an androgen receptor antagonist.

11. (Currently amended) A compound according claim 1 ~~or~~ 2, wherein the compound is an androgen receptor agonist.

12. (Currently amended) A compound according claim 1 ~~or~~ 2, wherein the compound is an androgen receptor partial agonist.

13. (Original) A compound according to claim 1, wherein the compound is selected from the group of:

(*R*)-6-(2-(2, 2, 2-Trifluoroethyl)-1-pyrrolidiny)-4-trifluoromethyl-2(*1H*)-quinolinone (Compound **101**);

(*R*)-6-(2-Phenylthiomethyl-1-pyrrolidiny)-4-trifluoromethyl-2 (*1H*)-quinolinone (Compound **102**);

(*R*)-6-(2-(2, 2, 2-Trifluoroethyl)-1-piperidiny)-4-trifluoromethyl-2(*1H*)-quinolinone (Compound **103**);

(*R*)-6-(2-Benzylloxymethyl)-1-piperidiny)-4-trifluoromethyl-2(*1H*)-quinolinone (Compound **104**);

(*R*)-6-(2-Diethylaminomethyl-1-pyrrolidiny)-4-trifluoromethyl-2(*1H*)-quinolinone (Compound **105**);

6-(2(*R*)-Hydroxymethyl-5(*S*)-methyl-1-pyrrolidiny)-4-trifluoromethyl-2(*1H*)-quinolinone (Compound **106**);

6-(2(*R*)-Fluoromethyl-5(*R*)-methyl-1-pyrrolidiny)-4-trifluoromethyl-2(*1H*)-quinolinone (Compound **107**);

6-(2(*R*)-Fluoromethyl-5(*S*)-methyl-1-pyrrolidiny)-4-trifluoromethyl-2(*1H*)-quinolinone (Compound **108**);

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6-(2(R)-Difluoromethyl-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **109**);

6-(2(R)-Fluoromethyl-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **110**);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **111**);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **112**);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **113**);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **114**);

6-(2(R)-(2,2,2-Trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **115**);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-4(R)-hydroxy-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **116**);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-4(R)-hydroxy-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **117**);

6-(2(R)-(1(S)-Fluoro-2,2,2-trifluoroethyl)-4(S)-fluoro-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **118**);

6-(2(R)-(1(R)-Fluoro-2,2,2-trifluoroethyl)-4(S)-fluoro-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **119**);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-4(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **120**);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-4(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **121**);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-4(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **122**);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-4(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **123**);

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6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-4(R)-methoxy-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 124);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-4(R)-methoxy-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 125);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-4(S)-methoxy-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 126);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-4(S)-methoxy-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 127);

4-Chloro-6-(2(R)-(1(S)-hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-2(1H)-quinolinone (Compound 128);

4-Chloro-6-(2(R)-(1(R)-hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-2(1H)-quinolinone (Compound 129);

4-Chloro-6-(2(R)-(1(S)-hydroxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-2(1H)-quinolinone (Compound 130);

4-Chloro-6-(2(R)-(1(R)-hydroxy-2,2,2-trifluorethyl)-1-pyrrolidinyl)-2(1H)-quinolinone (Compound 131);

6-(2(R)-(1(R)-Hydroxy-1-methyl-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 132);

6-(2(R)-(1(S)-Hydroxy-1-methyl-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 133);

6-(2(R)-(1-Hydroxy-1-trifluoromethyl-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 134);

6-(2(R)-(1(R)-Ethoxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 135);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-4-propyl-2(1H)-quinolinone (Compound 136);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-4-propyl-2(1H)-quinolinone (Compound 137);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-4-ethyl-2(1H)-quinolinone (Compound 138);

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6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-4-ethyl-2(1H)-quinolinone (Compound **139**);

6-(2(R)-Chloromethyl-5-(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **140**);

6-(2(R)-Chloromethyl-5-(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **141**);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(S)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **142**);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5(S)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **143**);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **144**);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **145**);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **146**);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **147**);

6-(2(R)-(1(R), 2-Dihydroxyethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **148**);

6-(2(R)-(1(S), 2-dihydroxyethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **149**);

6-(2(R)-(1(R)-Hydroxybenzyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **150**);

6-(2(R)-(1(S)-Hydroxybenzyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **151**);

6-(2(R)-(1(R)-Hydroxybenzyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **152**);

6-(2(R)-((2-1,3-Dithianyl)-1(R)-hydroxymethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **153**);

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6-(2(R)-((2-1,3-Dithianyl)-1(S)-hydroxymethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **154**);

6-(2(R)-Difluoromethyl-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **155**);

6-(2(R)-Fluoromethyl-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **156**);

6-(2(R)-Hydroxymethyl-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **157**);

6-(2(R)-Hydroxymethyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **158**);

6-(2(R)-(1(S)-Hydroxyethyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **159**);

6-(2(R)-(1(R)-Hydroxyethyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **160**);

6-(2(R)-Trifluoroacetyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **161**);

6-(2(R)-(1(S)-Hydroxypentyl-1-piperidinyl)-4-trifluoromethyl-2 (1H)-quinolinone (Compound **162**);

6-(2(R)-(1(R)-Hydroxypentyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **163**);

6-(2(R)-(1(R)-Hydroxyethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **164**);

6-(2(R)-(1-Hydroxy-1-methylethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **165**);

6-(2(R)-(1(S)-Hydroxy-1-cyclopropylmethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **166**);

6-(2(R)-(1(R)-Hydroxy-1-cyclopropylmethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **167**);

6-(2(R)-(1(S)-Hydroxypropyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound **168**),

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6-(2(*R*)-(1(*R*)-Hydroxypropyl)-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 169);

6-(2(*R*)-(1(*R*)-Hydroxypropyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 170);

6-(2(*R*)-(1(*S*)-Hydroxypropyl)-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 171);

6-(2(*R*)-(1(*R*)-Hydroxy-2-methylpropyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 172);

6-(2(*R*)-(1(*R*)-Hydroxy-2-acetoxyethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 173);

6-(2(*R*)-(1(*R*)-Hydroxy-2-chloroethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 174);

6-(2(*R*)-(2-Hydroxyethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 175);

6-(*R*)-(2-Oxoethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 176);

6-(2(*R*)-Acetyloxymethyl-6(*R*)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 177);

6-(2(*R*)-(1(*R*)-Chloro-2-hydroxymethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 178);

6-(2(*R*)-Hydroxymethyl-6(*R*)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 179);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-6(*R*)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 180);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-chlorodifluoromethyl-2(1*H*)-quinolinone (Compound 181);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-chlorodifluoromethyl-2(1*H*)-quinolinone (Compound 182);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-5(*S*)-methyl-1-pyrrolidinyl)-4-chlorodifluoromethyl-2(1*H*)-quinolinone (Compound 183);

6-(2(*R*)-(2(*S*)-Hydroxy-3,3,3-trifluoropropyl)-1-pyrrolidiny)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **184**);

6-(2(*R*)-(2(*R*)-hydroxy-3,3,3-trifluoropropyl)-1-pyrrolidiny)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **185**);

6-(2(*R*)-Acetyloxymethyl-6(*R*)-methyl-1-piperidiny)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **186**);

6-(2(*R*)-Hydroxyethyl-5(*R*)-methyl-1-pyrrolidiny)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **187**);

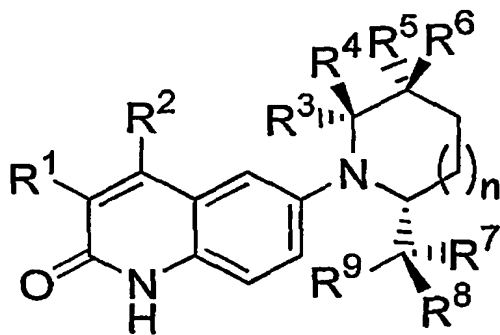
6-(2(*R*)-Hydroxyethyl-5(*S*)-methyl-1-pyrrolidiny)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **188**);

6-(2(*R*)-Acetyloxyethyl-5(*R*)-methyl-1-pyrrolidiny)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **189**);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-4(*S*)-fluoro-1-pyrrolidiny)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **190**); and

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-4(*S*)-fluoro-1-pyrrolidiny)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **191**).

14. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of the formula:



(I)

wherein:

R¹ is hydrogen, F, Cl, or C₁-C₃ aliphatic;

R² is selected from the group of hydrogen, F, Cl, Br, C₁-C₄ aliphatic, C₁-C₄ haloaliphatic, and C₁-C₄ heteroaliphatic;

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R^3 and R^4 each independently is selected from the group of hydrogen, C_1 - C_4 aliphatic, C_1 - C_4 haloaliphatic, C_1 - C_4 heteroaliphatic, optionally substituted aryl and heteroaryl ;

R^5 and R^6 each independently is selected from the group of hydrogen, F, Cl, OR^{10} , C_1 - C_4 aliphatic, C_1 - C_4 haloaliphatic, and C_1 - C_4 heteroaliphatic;

R^7 and R^8 each independently is selected from the group of hydrogen, F, Cl, C_1 - C_4 aliphatic, C_1 - C_4 haloaliphatic, and C_1 - C_4 heteroaliphatic; or

R^7 and R^8 taken together form a carbonyl group;

R^9 is selected from the group of halogen, OR^{10} , SR^{10} , $NR^{10}R^{11}$, C_1 - C_4 haloaliphatic, C_1 - C_4 heteroaliphatic, and C_1 - C_4 heterohaloaliphatic;

R^{10} and R^{11} each independently is selected from the group of hydrogen, C_1 - C_4 aliphatic, phenyl, and benzyl; and

$n = 0$ or 1 .

15. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound according to claim 2.

16. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound according to claim 7.

17. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound according to claim 8.

18. (Currently amended) A pharmaceutical composition according to claim 14, ~~any one of claims 14, 15, 16 and 17~~, wherein the compound is an androgen receptor modulator.

19. (Original) A pharmaceutical composition according to claim 18, wherein the compound is an androgen receptor antagonist.

20. (Original) A pharmaceutical composition according to claim 18, wherein the compound is an androgen receptor agonist.

21. (Original) A pharmaceutical composition according to claim 18, wherein the compound is an androgen receptor partial agonist.

22. (Original) A pharmaceutical composition according to claim 14, wherein the compound is selected from the group of:

(*R*)-6-(2-(2, 2, 2-Trifluoroethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 101);

(*R*)-6-(2-Phenylthiomethyl-1-pyrrolidinyl)-4-trifluoromethyl-2 (1*H*)-quinolinone (Compound 102);

(*R*)-6-(2-(2, 2, 2-Trifluoroethyl)-1-piperidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 103);

(*R*)-6-(2-Benzylloxymethyl)-1-piperidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 104);

(*R*)-6-(2-Diethylaminomethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 105);

6-(2(*R*)-Hydroxymethyl-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 106);

6-(2(*R*)-Fluoromethyl-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 107);

6-(2(*R*)-Fluoromethyl-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 108);

6-(2(*R*)-Difluoromethyl-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 109);

6-(2(*R*)-Fluoromethyl-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 110);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 111);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 112);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 113);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 114);

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6-(2(R)-(2,2,2-Trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 115);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-4(R)-hydroxy-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 116);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-4(R)-hydroxy-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 117);

6-(2(R)-(1(S)-Fluoro-2,2,2-trifluoroethyl)-4(S)-fluoro-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 118);

6-(2(R)-(1(R)-Fluoro-2,2,2-trifluoroethyl)-4(S)-fluoro-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 119);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-4(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 120);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-4(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 121);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-4(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 122);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-4(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 123);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-4(R)-methoxy-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 124);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-4(R)-methoxy-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 125);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-4(S)-methoxy-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 126);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-4(S)-methoxy-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 127);

4-Chloro-6-(2(R)-(1(S)-hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-2(1H)-quinolinone (Compound 128);

4-Chloro-6-(2(R)-(1(R)-hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-2(1H)-quinolinone (Compound 129);

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4-Chloro-6-(2(*R*)-(1(*S*)-hydroxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-2(1*H*)-quinolinone (Compound **130**);

4-Chloro-6-(2(*R*)-(1(*R*)-hydroxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-2(1*H*)-quinolinone (Compound **131**);

6-(2(*R*)-(1(*R*)-Hydroxy-1-methyl-2,2,2-trifluoroethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **132**);

6-(2(*R*)-(1(*S*)-Hydroxy-1-methyl-2,2,2-trifluoroethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **133**);

6-(2(*R*)-(1-Hydroxy-1-trifluoromethyl-2,2,2-trifluoroethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **134**);

6-(2(*R*)-(1(*R*)-Ethoxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **135**);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-4-propyl-2(1*H*)-quinolinone (Compound **136**);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-4-propyl-2(1*H*)-quinolinone (Compound **137**);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-4-ethyl-2(1*H*)-quinolinone (Compound **138**);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-1-pyrrolidinyl)-4-ethyl-2(1*H*)-quinolinone (Compound **139**);

6-(2(*R*)-Chloromethyl-5-(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **140**);

6-(2(*R*)-Chloromethyl-5-(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **141**);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-5(*S*)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **142**);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-5(*S*)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **143**);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **144**);

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6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **145**);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-5(*R*)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **146**);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-5(*R*)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **147**);

6-(2(*R*)-(1(*R*), 2-Dihydroxyethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **148**);

6-(2(*R*)-(1(*S*), 2-dihydroxyethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **149**);

6-(2(*R*)-(1(*R*)-Hydroxybenzyl)-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **150**);

6-(2(*R*)-(1(*S*)-Hydroxybenzyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **151**);

6-(2(*R*)-(1(*R*)-Hydroxybenzyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **152**);

6-(2(*R*)-((2-1,3-Dithianyl)-1(*R*)-hydroxymethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **153**);

6-(2(*R*)-((2-1,3-Dithianyl)-1(*S*)-hydroxymethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **154**);

6-(2(*R*)-Difluoromethyl-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **155**);

6-(2(*R*)-Fluoromethyl-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **156**);

6-(2(*R*)-Hydroxymethyl-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **157**);

6-(2(*R*)-Hydroxymethyl-1-piperidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **158**);

6-(2(*R*)-(1(*S*)-Hydroxyethyl-1-piperidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **159**);

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6-(2(R)-(1(R)-Hydroxyethyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone
(Compound 160);

6-(2(R)-Trifluoroacetyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone
(Compound 161);

6-(2(R)-(1(S)-Hydroxypentyl-1-piperidinyl)-4-trifluoromethyl-2 (1H)-quinolinone
(Compound 162);

6-(2(R)-(1(R)-Hydroxypentyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone
(Compound 163);

6-(2(R)-(1(R)-Hydroxyethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-
2(1H)-quinolinone (Compound 164);

6-(2(R)-(1-Hydroxy-1-methylethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl
2(1H)-quinolinone (Compound 165);

6-(2(R)-(1(S)-Hydroxy-1-cyclopropylmethyl)-5(R)-methyl-1-pyrrolidinyl)-4-
trifluoromethyl-2(1H)-quinolinone (Compound 166);

6-(2(R)-(1(R)-Hydroxy-1-cyclopropylmethyl)-5(R)-methyl-1-pyrrolidinyl)-4-
trifluoromethyl-2(1H)-quinolinone (Compound 167);

6-(2(R)-(1(S)-Hydroxypropyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-
2(1H)-quinolinone (Compound 168),

6-(2(R)-(1(R)-Hydroxypropyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-
2(1H)-quinolinone (Compound 169);

6-(2(R)-(1(R)-Hydroxypropyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-
2(1H)-quinolinone (Compound 170);

6-(2(R)-(1(S)-Hydroxypropyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-
2(1H)-quinolinone (Compound 171);

6-(2(R)-(1(R)-Hydroxy-2-methylpropyl)-5(R)-methyl-1-pyrrolidinyl)-4-
trifluoromethyl-2(1H)-quinolinone (Compound 172);

6-(2(R)-(1(R)-Hydroxy-2-acetoxyethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-
quinolinone (Compound 173);

6-(2(R)-(1(R)-Hydroxy-2-chloroethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-
quinolinone (Compound 174);

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6-(2(*R*)-(2-Hydroxyethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone
(Compound **175**);

6-(*R*)-(2-Oxoethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone
(Compound **176**);

6-(2(*R*)-Acetyloxymethyl-6(*R*)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1*H*)-
quinolinone (Compound **177**);

6-(2(*R*)-(1(*R*)-Chloro-2-hydroxymethyl)-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-
quinolinone (Compound **178**);

6-(2(*R*)-Hydroxymethyl-6(*R*)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1*H*)-
quinolinone (Compound **179**);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-6(*R*)-methyl-1-piperidinyl)-4-
trifluoromethyl-2(1*H*)-quinolinone (Compound **180**);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-
chlorodifluoromethyl-2(1*H*)-quinolinone (Compound **181**);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-
chlorodifluoromethyl-2(1*H*)-quinolinone (Compound **182**);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-5(*S*)-methyl-1-pyrrolidinyl)-4-
chlorodifluoromethyl-2(1*H*)-quinolinone (Compound **183**);

6-(2(*R*)-(2(*S*)-Hydroxy-3,3,3-trifluoropropyl)-1-pyrrolidinyl)-4-trifluoromethyl-
2(1*H*)-quinolinone (Compound **184**);

6-(2(*R*)-(2(*R*)-hydroxy-3,3,3-trifluoropropyl)-1-pyrrolidinyl)-4-trifluoromethyl-
2(1*H*)-quinolinone (Compound **185**);

6-(2(*R*)-Acetyloxymethyl-6(*R*)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1*H*)-
quinolinone (Compound **186**);

6-(2(*R*)-Hydroxyethyl-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-
quinolinone (Compound **187**);

6-(2(*R*)-Hydroxyethyl-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-
quinolinone (Compound **188**);

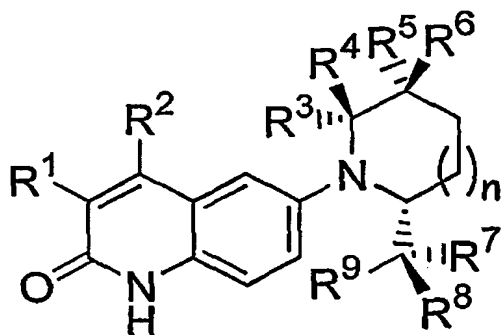
6-(2(*R*)-Acetyloxyethyl-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-
quinolinone (Compound **189**);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-4(*S*)-fluoro-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 190); and

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-4(*S*)-fluoro-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound 191).

23. (Original) A pharmaceutical composition according to claim 14, wherein the composition is formulated for oral, topical, intravenous, suppository or parenteral administration.

24. (Original) A pharmaceutical agent comprising a pharmaceutically acceptable carrier and a compound of the formula:



(I)

wherein:

R¹ is hydrogen, F, Cl, or C₁-C₃ aliphatic;

R² is selected from the group of hydrogen, F, Cl, Br, C₁-C₄ aliphatic, C₁-C₄ haloaliphatic, and C₁-C₄ heteroaliphatic;

R³ and R⁴ each independently is selected from the group of hydrogen, C₁-C₄ aliphatic, C₁-C₄ haloaliphatic, C₁-C₄ heteroaliphatic, optionally substituted aryl and heteroaryl ;

R⁵ and R⁶ each independently is selected from the group of hydrogen, F, Cl, OR¹⁰, C₁-C₄ aliphatic, C₁-C₄ haloaliphatic, and C₁-C₄ heteroaliphatic;

R⁷ and R⁸ each independently is selected from the group of hydrogen, F, Cl, C₁-C₄ aliphatic, C₁-C₄ haloaliphatic, and C₁-C₄ heteroaliphatic; or

R⁷ and R⁸ taken together form a carbonyl group;

R⁹ is selected from the group of halogen, OR¹⁰, SR¹⁰, NR¹⁰R¹¹, C₁-C₄ haloaliphatic, C₁-C₄ heteroaliphatic, and C₁-C₄ heterohaloaliphatic;

R^{10} and R^{11} each independently is selected from the group of hydrogen, C_1 - C_4 aliphatic, phenyl, and benzyl; and
 $n = 0$ or 1 .

25. (Original) A method of modulating androgen receptor activity in a mammal, comprising administering to said mammal a pharmaceutically effective amount of a compound according to claim 1.

26. (Original) A method for modulating a process in a mammal mediated by androgen receptor, comprising administering to said mammal a pharmaceutically effective amount of a compound according to claim 1.

27. (Currently amended) A method according to claim 24 25, wherein said mammal has a condition mediated by an androgen receptor.

28. (Currently amended) A method according to claim 26 27, wherein said condition is selected from the group of acne, male-pattern baldness, impotence, sexual dysfunction, wasting diseases, frailty, hirsutism, hypogonadism, prostatic hyperplasia, osteoporosis, cancer cachexia and hormone-dependent cancers.

29. (Currently amended) A method according to claim 26 27, wherein said condition is susceptible to treatment with a therapy selected from the group of male hormone replacement therapy, female androgen replacement therapy and stimulation of hematopoiesis.

30. (New) A compound according to claim 2, wherein the compound is an androgen receptor antagonist.

31. (New) A compound according claim 2, wherein the compound is an androgen receptor agonist.

32. (New) A compound according claim 2, wherein the compound is an androgen receptor partial agonist.

33. (New) A pharmaceutical composition according to claim 15, wherein the compound is an androgen receptor modulator.

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34. (New) A pharmaceutical composition according to claim 33, wherein the compound is an androgen receptor antagonist.

35. (New) A pharmaceutical composition according to claim 33, wherein the compound is an androgen receptor agonist.

36. (New) A pharmaceutical composition according to claim 33, wherein the compound is an androgen receptor partial agonist.

37. (New) A pharmaceutical composition according to claim 16, wherein the compound is an androgen receptor modulator.

38. (New) A pharmaceutical composition according to claim 37, wherein the compound is an androgen receptor antagonist.

39. (New) A pharmaceutical composition according to claim 37, wherein the compound is an androgen receptor agonist.

40. (New) A pharmaceutical composition according to claim 37, wherein the compound is an androgen receptor partial agonist.

41. (New) A pharmaceutical composition according to claim 17, wherein the compound is an androgen receptor modulator.

42. (New) A pharmaceutical composition according to claim 41, wherein the compound is an androgen receptor antagonist.

43. (New) A pharmaceutical composition according to claim 41, wherein the compound is an androgen receptor agonist.

44. (New) A pharmaceutical composition according to claim 41, wherein the compound is an androgen receptor partial agonist.